

Division of Securities
Utah Department of Commerce
160 East 300 South
P. O. Box 146760
Salt Lake City, UT 84114-6760
Telephone: (801) 530-6600
FAX: (801) 530-6980

**BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH**

IN THE MATTER OF:

DOUGLAS K. NELSON;
MAINSTREET UTAH;
MAINSTREET INTERNATIONAL;
TECHNOCASH; and
U.I.S. MARKETING, INC.,

Respondents.

STIPULATION AND CONSENT
ORDER

Docket No. SD-02-0099
Docket No. SD-02-0100
Docket No. SD-02-0101
Docket No. SD-02-0102
Docket No. SD-02-0103

The Utah Division of Securities, (Division), by and through its Director of Enforcement, Michael Hines, and Douglas K. Nelson (Nelson) hereby stipulate and agree as follows:

1. Nelson was the subject of an investigation conducted by the Division into allegations that Nelson violated a provision of the Utah Uniform Securities Act (the Act), Utah Code Ann. § 61-1-1, et seq, as amended.
2. In connection with that investigation, on July 9, 2002, the Division issued an Order to Show Cause to Nelson and the other Respondents.

3. On February 3, 2005, the Division entered a Default Order against Nelson and the other Respondents for failing to reply to the Order to Show Cause. The Default Order included an order that Nelson pay the Division a fine of \$10,000.
4. Nelson and the Division have agreed to settle this matter by way of this Stipulation and Consent Order. The Default Order will remain in effect as to all other Respondents.
5. Nelson admits the jurisdiction of the Division over Nelson and over the subject matter of this action.
6. Nelson waives any right to a hearing to challenge the Division's evidence and present evidence on Nelson's behalf.
7. From the 11th of June through the 2nd of July, 2002, the Division conducted an investigation into this matter that revealed the following:
 - a. Mainstreet Utah, Mainstreet International (collectively Mainstreet), and Technocash were not registered as foreign or domestic business entities with the state of Utah. Upon information and belief, Mainstreet and Technocash's business address was 533 West 2600 South, Suite #350 in Bountiful, Utah.
 - b. Douglas K. Nelson resides in Weber County, Utah. At all times relevant to the matters asserted herein, Nelson served as a member of Mainstreet's board of directors.
 - c. In November of 2001 and May of 2002, Nelson offered stock in Mainstreet and Technocash to Utah residents Natalie Smith (Smith) and Jerry Paskett (Paskett).
 - d. Nelson told investors if they bought stock in Mainstreet, they would receive an equal number of shares in a company called Technocash.

- e. Nelson told Smith that Technocash provided a service which allowed consumers to pay for goods with an ATM card, and that the service was developed by a man from Australia. Nelson told Smith that Mainstreet promoted Technocash and its payment service.
- f. Nelson told Paskett that he (Nelson) did not need to be licensed to sell Mainstreet stock or provide a prospectus to investors because Mainstreet was a privately owned business.
- g. Nelson told Smith he had raised over \$800,000 through the sale of Mainstreet stock, and had sold Mainstreet stock to approximately 400 investors along the Wasatch front.
- h. In May 2002, Nelson told Smith and Paskett there was a deadline to invest in Mainstreet and Technocash, and the offering would close the following day at midnight. Nelson instructed Smith to leave her investment check in the mailbox at his home in South Weber, Utah.
- i. It appears that Mainstreet shares were sold to at least one Utah investor who purchased 1,000 shares of Mainstreet stock and was given 1,000 shares of Mainstreet stock, and 1,000 shares of Technocash stock.
- j. Mainstreet and Technocash's stock has never been registered with the Division, does not appear to qualify for an exemption under § 61-1-14 of the Act, and is not a federal covered security for which notice filing has been made.

8. Based on the Division's investigative findings, the Division concludes that:
 - a. The Mainstreet and Technocash stock offered and sold by Nelson is a security under § 61-1-13 of the Act;
 - b. Nelson violated § 61-1-3 of the Act by selling securities in Utah that were not registered with the Division.
9. Nelson admits the substance of the Division's investigative conclusions, and consents to the Division entering an Order:
 - a. Requiring Nelson to cease and desist from engaging in any further conduct in violation of the Utah Securities Act;
 - b. Requiring that Nelson pay a reduced fine of five thousand dollars (\$5,000) to the Division of Securities no later than Friday, May 19, 2006. As part of this Stipulation, the Division has agreed to waive \$5,000 of the previously entered fine; and
 - c. Replacing the Default Order entered against Douglas K. Nelson on February 3, 2005, with the Order accompanying this Stipulation.
10. Nelson acknowledges that this Stipulation and Consent Order, upon approval by the Division Director, shall be the final compromise and settlement of this matter. Nelson further acknowledges that if the Division Director does not accept the terms of the Order, it shall be deemed null and void and without any force or effect whatsoever.
11. Nelson acknowledges that the Consent Order does not affect any civil or arbitration causes of action that third parties may have against Nelson arising in whole or in part

from Nelson's actions, and that the Consent Order does not affect any criminal cause of action that a prosecutor might bring.

12. This Stipulation constitutes the entire agreement between the parties herein and supersedes and cancels any and all prior negotiations, representations, understandings, or agreements between the parties. There are no verbal agreements which modify, interpret, construe, or otherwise affect this Stipulation in any way.
13. Violation of the Consent Order accompanying this Stipulation constitutes a third degree felony pursuant to § 61-1-21(1) of the Act.
14. Nelson has read this Stipulation, understands its contents, and enters into this Stipulation voluntarily. No promises or threats have been made by the Division, nor by any member, officer, agent, or representative of the Division, other than as contained herein, to induce Nelson to enter into this Stipulation.

Utah Division of Securities

Date: May 16/06

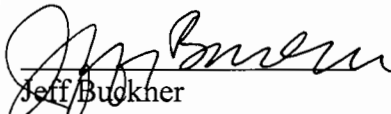
By: [Signature]
Michael Hines
Director of Enforcement

Respondent

Date: 5-14-06

By: [Signature]
Douglas K. Nelson

Approved:



Jeff Buckner
Assistant Attorney General

ORDER

Pursuant to the terms of the Stipulation defined above, the Director of the Utah Division of Securities hereby orders that:

- a. Douglas K. Nelson CEASE and DESIST from engaging in any further conduct in violation of the Utah Securities Act;
- b. Douglas K. Nelson pay a reduced fine of five thousand dollars (\$5,000) to the Division, no later than Friday, May 19, 2006; and
- c. This Order supercedes and replaces the Default Order entered against Douglas K. Nelson on February 3, 2005.

DATED this 17th day of May, 2006.

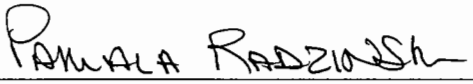

WAYNE KLEIN
Director, Utah Division of Securities

The seal is circular with a double border. The outer border contains the text "DEPARTMENT OF COMMERCE" at the top and "DIVISION OF SECURITIES" at the bottom, separated by dots. The inner border contains "THE GREAT SEAL OF THE STATE OF UTAH" at the top and "1896" at the bottom, also separated by dots. In the center is the Great Seal of the State of Utah, featuring a shield with a star, a sheaf of wheat, and a cotton branch, with the word "AGRICULTURE" below it.

CERTIFICATE OF MAILING

I hereby certify that on the 17th day of May 2006, I mailed, regular mail postage prepaid, a copy of the foregoing **Stipulation and Consent Order** to:

Doug Nelson
8123 South 2175 East
South Weber UT 84405



Executive Secretary